

# PO10000008517

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**MERGER OR SHARE EXCHANGE**

**WINNSBORO INVESTMENTS, INC.**

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**ARTICLES OF MERGER**  
(Profit Corporations)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Winnsboro Investments, Inc.</u>	<u>Florida</u>	<u>P0100008517</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Niagara Realty, Inc.</u>	<u>Florida</u>	<u>P0000110591</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 9, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 9, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

**Signature**

Typed or Printed Name of Individual & Title

<u>Niagara Realty, Inc.</u>	<u>Philip Richards</u>	<u>Philip Richards, President</u>
<u>Winnsboro Investments, Inc.</u>	<u>Philip Richards</u>	<u>Philip Richards, President</u>

Winnsboro Investments  
Inc.

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Winnsboro Investments, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Niagara Realty, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Third: The terms and conditions of the merger are as follows: The Merging Corporation shall merge into the Surviving Corporation and the separate existence of the Merging Corporation shall terminate on the date of filing of the Articles of Merger with the Florida Department of State. All assets, rights, liabilities and obligations of the Merged Corporation shall become the assets, rights, liabilities and obligations of the Surviving Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: The shareholders of the Merging Corporation shall surrender their shares in the Merging Corporation and received an equal number of shares of the Surviving Corporation.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:      None

OR

Restated articles are attached:

Not applicable

Other provisions relating to the merger are as follows:      None